



REPLY TO DES MOINES OFFICE

October 4, 2010

Filed Via ECFS and IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th St., SW
Washington, D.C. 20544

Attention: Wireline Competition Bureau
International Bureau

**RE: Villisca Farmers Telephone Company
The Farmers Mutual Telephone Company of Stanton, Iowa
WC Docket No. 10-195**

Dear Ms. Dortch:

This letter is written on behalf of Villisca Farmers Telephone Company ("Villisca") and The Farmers Mutual Telephone Company of Stanton, Iowa ("FMTC") to supplement paragraphs 1.A and 3 of their pending "Application for Consent to Transfer of Control" of the blanket domestic Section 214 authorization and the international Section 214 authorization held by Villisca from Villisca's existing shareholders to FMTC in the referenced WC Docket No. 10-195 (the "**Application**").

The purpose of this letter is: (i) to clarify Villisca's and FMTC's ownership interest in RSA 1 Limited Partnership and (ii) to clarify that there is currently substantial local voice service competition within the local telephone exchange areas served by FMTC and Villisca.

Chat Mobility

RSA 1 Limited Partnership d/b/a Chat Mobility f/d/b/a Cellular 29 Plus ("**Chat Mobility**") is an Iowa limited partnership with wireless operations serving primarily small communities and rural customers in markets located in southwestern Iowa. At the time of filing the Application,

#1896365

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Chat Mobility is the licensee or lessee in good standing in connection with the wireless authorizations granted by the Commission as listed in Section 1.A of the Application. Currently, Chat Mobility provides wireless services on cellular frequencies in license areas overlapping the exchange areas of Villisca and FMTC.

Chat Mobility is owned by its one general partner and ten limited partners. Cellular 29, Ltd., an Iowa corporation, is the general partner and owns a 1.00% interest in Chat Mobility. Cellular 29, Ltd. is owned equally by the ten limited partners of Chat Mobility. Pursuant to Iowa law and the partnership agreement, Chat Mobility is managed by its general partner. The ten limited partners of Chat Mobility are: ALLTEL Communications of Nebraska, Inc.; Cumberland Telephone Company; Farmers Mutual Telephone Company of Stanton, Iowa; Farmers Telephone Company; Grand River Communications, Inc.; Griswold Cooperative Telephone Company; Interstate Enterprises, Inc.; Iowa State Line Communications; Prairie Telephone Company, Inc.; and Villisca Farmers Telephone Company. Each limited partner owns between a 7% and 11% limited partnership interest. Detailed information regarding Chat Mobility's ownership and controlling interests is provided in its Form 602 filed with the Commission on 4/7/2010, File Number 0004202082. FMTC owns a 10.28% limited partnership interest in Chat Mobility and a 10% interest in Cellular 29, Ltd. Villisca owns a 7.62% limited partnership interest in Chat Mobility and a 10% interest in Cellular 29, Ltd.

As stated in the Application, Villisca's interests in Chat Mobility and Cellular 29, Ltd. are subject to a right of first refusal.

The limited partnership agreement of Chat Mobility provides that no limited partner interest in the partnership may be transferred until such partnership interest shall have first been offered for sale to the general partner and other limited partners in the manner and upon the terms and conditions provided in the partnership agreement. The proposed transfer of control of Villisca constitutes a transfer under the partnership agreement. The general partner, on behalf of the partnership, has voted to exercise its right to purchase Villisca's limited partnership interest. Consequently, upon the closing of the proposed transfer of control, Chat Mobility will redeem Villisca's limited partnership interest, which will proportionately increase the limited partnership interests of the remaining nine limited partners. After closing of the Chat Mobility redemption transaction, FMTC will own an approximately 11.14% limited partner interest in Chat Mobility.

Similarly, the bylaws of Cellular 29, Ltd. provide that no shareholder shall have the right to transfer any shares of stock in the corporation without first offering such stock for sale to the corporation. The proposed transfer of control constitutes a transfer under the bylaws. The board of directors of Cellular 29, Ltd. has voted to exercise its right to purchase Villisca's stock in the corporation. Consequently, upon the closing of the proposed transfer of control, Cellular 29, Ltd. will redeem Villisca's stock in the corporation, which will proportionately increase the percentage ownership of the remaining nine shareholders. After closing of the Cellular 29, Ltd.

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redemption transaction, FMTC will own an approximately 11.11% shareholder interest in Cellular 29, Ltd.

Competition

There is currently substantial local voice service competition within Villisca's and FMTC's service areas. Villisca's service area extends into portions of Montgomery, Adams, Page and Taylor counties in Iowa. FMTC's service area extends into portions of Montgomery, Page and Taylor counties in Iowa. As stated in the Application, Mediacom Communications Corporation ("**Mediacom**"), the long-established incumbent local cable television service provider in portions of Villisca's service area offers competitive, wireline voice service in portions of Villisca's service area. There are no other competitive wireline carriers operating in Villisca's service area. There are no competitive wireline carriers operating in FMTC's service area. The provision of wireless voice service in the four counties served by FMTC and Villisca is very competitive as evidenced by the fact that there are multiple licensees in the cellular, PCS, 700 MHz and AWS markets. A list of the licensees who are authorized to provide cellular, PCS, 700 MHz and AWS services in the four subject counties is provided as **Exhibit A**. To the applicants' knowledge, the providers currently providing wireless voice service in FMTC's and Villisca's service areas are: USCOC of Greater Iowa, LLC; Iowa Wireless Services Holding Corporation and RSA 1 Limited Partnership d/b/a Chat Mobility.

Very truly yours,

DAVIS, BROWN, KOEHN, SHORS & ROBERTS, P.C.

/s/ Michael G. Kulik

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cc: Dennis Johnson

Villisca Farmers Telephone Company
The Farmers Mutual Telephone Company of Stanton, Iowa
WC Docket No. 10-195
Supplement to Application for Consent to Transfer of Control

EXHIBIT A

The following licensees are authorized to provide wireless service in the four counties in which Villisca's and FMTC's service areas are located:

Radio Service Code	Channel Block	MHz	Licensee
			<u>Adams County, Iowa</u>
CL	A	25	USCOC OF GREATER IOWA, LLC
CL	B	25	RSA 1 LIMITED PARTNERSHIP dba CELLULAR 29 PLUS
CW	A	30	Iowa Wireless Services Holding Corporation (20 MHz)
CW			T-Mobile License LLC (10 MHz)
CW	B	30	WIRELESSCO, L.P.
CW	C	30	NEW CINGULAR WIRELESS PCS, LLC
CW	D	10	USCOC OF GREATER IOWA, LLC
CW	E	10	New Cingular Wireless PCS, LLC
CW	F	10	Verizon Wireless (VAW) LLC
WY	A	12	Cox TMI Wireless, L.L.C.
WY	B	12	King Street Wireless, L.P.
WY	E	6	Manifest Wireless L.L.C. (f/k/a Frontier Wireless LLC)
WZ	C	12	RSA 1 Limited Partnership d/b/a Chat Mobility
WZ	D	6	QUALCOMM Incorporated
WU	C	22	Cellco Partnership
AW	A	20	Iowa Telecommunications Services, Inc.
AW	B	20	Cox TMI Wireless, L.L.C.
AW	C	10	AT&T Mobility Spectrum LLC
AW	D	10	AT&T Mobility Spectrum LLC
AW	E	10	Cricket License Company, LLC
AW	F	20	T-Mobile License LLC
			<u>Montgomery County, Iowa</u>
CL	A	25	USCOC OF GREATER IOWA, LLC
CL	B	25	RSA 1 LIMITED PARTNERSHIP dba CELLULAR 29 PLUS
CW	A	30	New Cingular Wireless PCS, LLC (20 MHz)
CW			USCOC OF GREATER IOWA, LLC (10 MHz)
CW	B	30	WIRELESSCO, L.P.
CW	C	30	Cook Inlet GSM IV PCS Holdings, LLC (5 MHz)
CW			T-Mobile License LLC (15 MHz)
CW			Iowa Wireless Services Holding Corporation (10 MHz)
CW	D	10	Verizon Wireless (VAW) LLC

Radio Service Code	Channel Block	MHz	Licensee
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			<u>Montgomery County, Iowa, continued</u>
CW	E	10	USCOC OF GREATER IOWA, LLC
CW	F	10	Cricket License Company, LLC
WY	A	12	Cox TMI Wireless, L.L.C.
WY	B	12	King Street Wireless, L.P.
WY	E	6	Manifest Wireless L.L.C. (f/k/a Frontier Wireless LLC)
WZ	C	12	RSA 1 Limited Partnership d/b/a Chat Mobility
WZ	D	6	QUALCOMM Incorporated
WU	C	22	Cellco Partnership
AW	A	20	Iowa Telecommunications Services, Inc.
AW	B	20	Cox TMI Wireless, L.L.C.
AW	C	10	AT&T Mobility Spectrum LLC
AW	D	10	AT&T Mobility Spectrum LLC
AW	E	10	Cricket License Company, LLC
AW	F	20	T-Mobile License LLC
			<u>Page County, Iowa</u>
CL	A	25	USCOC OF GREATER IOWA, LLC
CL	B	25	RSA 1 LIMITED PARTNERSHIP dba CELLULAR 29 PLUS
CW	A	30	New Cingular Wireless PCS, LLC (20 MHz)
CW			USCOC OF GREATER IOWA, LLC (10 MHz)
CW	B	30	WIRELESSCO, L.P.
CW	C	30	Cook Inlet GSM IV PCS Holdings, LLC (5 MHz)
CW			T-Mobile License LLC (15 MHz)
CW			Iowa Wireless Services Holding Corporation (10 MHz)
CW	D	10	RSA 1 Limited Partnership d/b/a Cellular 29 Plus
CW	E	10	USCOC OF GREATER IOWA, LLC
CW	F	10	Cricket License Company, LLC
WY	A	12	Cox TMI Wireless, L.L.C.
WY	B	12	King Street Wireless, L.P.
WY	E	6	Manifest Wireless L.L.C. (f/k/a Frontier Wireless LLC)
WZ	C	12	RSA 1 Limited Partnership d/b/a Chat Mobility
WZ	D	6	QUALCOMM Incorporated
WU	C	22	Cellco Partnership
AW	A	20	Iowa Telecommunications Services, Inc.
AW	B	20	Cox TMI Wireless, L.L.C.
AW	C	10	AT&T Mobility Spectrum LLC
AW	D	10	AT&T Mobility Spectrum LLC
AW	E	10	Cricket License Company, LLC
AW	F	20	T-Mobile License LLC

Radio Service Code	Channel Block	MHz	Licensee
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			<u>Taylor County, Iowa</u>
CL	A	25	USCOC OF GREATER IOWA, LLC
CL	B	25	RSA 1 LIMITED PARTNERSHIP dba CELLULAR 29 PLUS
CW	A	30	Iowa Wireless Services Holding Corporation (20 MHz)
CW			T-Mobile License LLC (10 MHz)
CW	B	30	WIRELESSCO, L.P.
CW	C	30	NEW CINGULAR WIRELESS PCS, LLC
CW	D	10	USCOC OF GREATER IOWA, LLC
CW	E	10	New Cingular Wireless PCS, LLC
CW	F	10	Verizon Wireless (VAW) LLC
WY	A	12	Cox TMI Wireless, L.L.C.
WY	B	12	King Street Wireless, L.P.
WY	E	6	Manifest Wireless L.L.C. (f/k/a Frontier Wireless LLC)
WZ	C	12	RSA 1 Limited Partnership d/b/a Chat Mobility
WZ	D	6	QUALCOMM Incorporated
WU	C	22	Cellco Partnership
AW	A	20	Iowa Telecommunications Services, Inc.
AW	B	20	Cox TMI Wireless, L.L.C.
AW	C	10	AT&T Mobility Spectrum LLC
AW	D	10	AT&T Mobility Spectrum LLC
AW	E	10	Cricket License Company, LLC
AW	F	20	T-Mobile License LLC